

RECORDATION NO. 23122-B FILED

SEP 27 '00

8-2 AM

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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 26, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: EL-MO II Trust No. 2000-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement Nos. D1 and D2 (EL-MO II TRUST 2000-D), dated as of September 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor:                      Wilmington Trust Company  
                                    1100 North Market Street  
                                    Wilmington, Delaware 19890

Lessee:                        El-Mo Leasing II Corporation  
                                    9301 West 55<sup>th</sup> Street  
                                    La Grange, Illinois 60525

Ba

Mr. Vernon A. Williams  
September 26, 2000  
Page 2

A description of the railroad equipment covered by the enclosed documents is:

Nine (9) SD70M Diesel Electric Locomotives: UP 4120 – UP 4128 inclusive.

A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Lease Supplement Nos. D1 and D2, dated as of September 27, 2000 (EL-MO II TRUST 2000-D), Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering nine (9) SD70M Diesel Electric Locomotives: UP 4120 – UP 4128 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

## MEMORANDUM OF LEASE SUPPLEMENT NOS. D1 and D2 SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement Nos. D1 and D2 made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

## WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated September 27, 2000, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into those certain Lease Supplement Nos. D1 and D2, each dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

Executed on this \_\_\_\_ day of September  
2000.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September  
2000.

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF New Castle )

On this, the 22<sup>nd</sup> day of September, 2000, before, a Notary Public in and for said County and State, personally appeared PATRICIA A. EVANS who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on September 22<sup>nd</sup>, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: **JANEL R. HAVRILLA**  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires **February 2, 2001**  
Residing in Wilmington, DE

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanness, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

EL-MO II TRUST NO. 2000-D

MEMORANDUM OF LEASE SUPPLEMENT NOS. D1 and D2

Memorandum of Lease Supplement Nos. D1 and D2 made and entered into on September 27, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated September 27, 2000, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into those certain Lease Supplement Nos. D1 and D2, each dated September 27, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September  
2000.

EL-MO LEASING II CORPORATION

By  \_\_\_\_\_  
Name: Keith McCanless  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September  
2000.

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

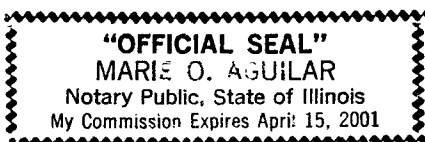
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this, the 22 day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Keith McCanless, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on September 22, 2000 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Marie O. Aguilar  
Name:  
Notary Public  
My Commission Expires: April 15, 2001  
Residing in Chicago, IL

**Exhibit A****Units subject to Lease Supplement No. D1**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	2	4120 4121

**Units subject to Lease Supplement No. D2**

<b>Equipment</b>	<b>Quantity</b>	<b>Road Numbers Prefix UP</b>
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	7	4122 4123 4124 4125 4126 4127 4128